

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
: :
GENERAL MOTORS CORP., *et al.*, : 09-50026 (REG)
: :
Debtors. : (Jointly Administered)
: :
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**DECLARATION AND DISCLOSURE STATEMENT OF KYLE H. DREYER
ON BEHALF OF HARTLINE, DACUS, BARGER, DREYER & KERN, L.L.P.**

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

KYLE H. DREYER, hereby declares, pursuant to section 1746 of title 28 of the United States Code:

1. I am a partner of Hartline, Dacus, Barger, Dreyer & Kern, L.L.P., located at 6688 North Central Expressway, Suite 1000, in Dallas, Texas 75206 (the “**Firm**”).
2. General Motors Corporation and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom

may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

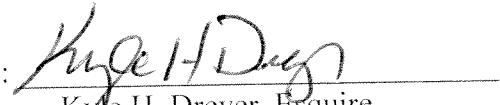
4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm \$38,900.00 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of July 2009.

By: 

Kyle H. Dreyer, Esquire

THE STATE OF TEXAS §
§
County Of Dallas §

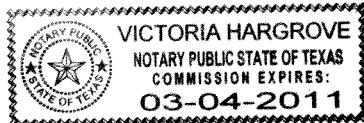
BEFORE ME, the undersigned authority, on this day personally appeared KYLE H. DREYER, known to me to be the person whose name is subscribed to the foregoing instrument

and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed and in the capacity stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 10th day of July 2009.



Notary Public in and for the State of Texas



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x-----
In re : **Chapter 11 Case No.**
GENERAL MOTORS CORP., et al., : **09-50026 (REG)**
Debtors. : **(Jointly Administered)**
-----x-----

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the “**Debtors**”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Russell B. Brooks

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Hartline, Dacus, Barger, Dreyer & Kern, L.L.P.
6688 North Central Expressway
Suite 1000
Dallas, TX 75206

Date of retention:

Hartline, Dacus, Barger, Dreyer & Kern, L.L.P. has been retained by General Motors Corporation to represent it in litigation matters since May 1994.

2. Brief description of services to be provided: Product liability and General Motors’ plant litigation defense.
3. Arrangements for compensation (hourly, contingent, etc.): Hourly

- (a) Average hourly rate (if applicable): \$200 per hour
- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition): approximately \$130,000.00

4. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$0.00

Date claim arose: Not applicable

Source of Claim: Not applicable

Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: Not applicable

Status: Not applicable

Amount of Claim: \$0.00

Date claim arose: Not applicable

Source of claim: Not applicable

5. Stock of the Debtors currently held by the firm:

Class of shares: Not applicable

No. of shares: - 0 -

6. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: Not applicable

Status: Not applicable

Class of shares: Not applicable

No. of shares: - 0 -

7. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None.

11. Name of individual completing this form:

Kyle H. Dreyer